

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 56418 / September 13, 2007

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2698 / September 13, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12779

In the Matter of

Michael C. Lingerman, CPA,

Respondent.

**ORDER INSTITUTING CEASE-AND-
DESIST PROCEEDINGS, MAKING
FINDINGS, AND IMPOSING A CEASE-
AND-DESIST ORDER PURSUANT TO
SECTION 21C OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against Michael C. Lingerman, CPA (“Respondent” or “Lingerman”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-And-Desist Proceedings, Making Findings, and Imposing a Cease-And-Desist Order Pursuant to Section 21C of the Securities Exchange Act Of 1934 (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds¹ that:

A. RESPONDENT

Michael C. Lingerman, CPA, 40, of Philadelphia, Pennsylvania, is a certified public accountant licensed in the state of Pennsylvania since 1994 and since the dissolution of his previous accounting firm, Gross, Kreger & Passio, L.L.C. (the "Firm"), is doing business as Lingerman and Associates, CPA, a sole proprietorship. The Firm audited the financial statements of Diversified Historic Investments, VI ("Diversified") for the 2002 fiscal year ended December 31, 2002. Lingerman was the engagement partner for the Firm's audit of Diversified.

B. FACTS

1. Diversified is a Pennsylvania limited partnership with its headquarters in Philadelphia, Pennsylvania. Diversified's partnership units are registered with the Commission pursuant to Section 12(g) of the Exchange Act but are not listed on any exchange. For its fiscal year ended December 31, 2002, Diversified reported revenues of \$2.4 million and total assets of \$13 million.

2. Diversified has at all relevant times been an issuer as defined by the Sarbanes-Oxley Act of 2002 (the "Act").

3. The Firm audited Diversified's 2002 financial statements included in Diversified's annual report for fiscal year 2002 on Form 10-K, filed with the Commission on September 8, 2004. As part of that audit, the Firm prepared and issued an audit report dated June 10, 2004 (the "Diversified audit report"), which the company included in its 2002 Form 10-K. Diversified never paid the Firm or Lingerman any fee for the audit work.

4. At the time the Firm prepared and issued the Diversified audit report, the Firm was not registered with the Public Company Accounting Oversight Board (the "Board"), as required by Section 102(a) of the Act.

5. Lingerman was the engagement partner on the Firm's audit of Diversified's 2002 financial statements. Lingerman participated in the preparation and issuance of the Diversified audit report

C. VIOLATIONS

1. Section 102(a) of the Act provides that "it shall be unlawful for any person that is not a registered public accounting firm to prepare or issue, or to participate in the preparation or

¹ The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

